

Vincent J. Marriott III\*  
Ballard Spahr LLP  
1735 Market Street, 51st Floor  
Philadelphia, Pennsylvania 19103  
Tel: (215) 864-8236  
Fax: (215) 864-9762

**Hearing Date: May 21, 2019 at 10:00 a.m. (ET)**  
**Objection Deadline: May 14, 2019 at 4:00 p.m. (ET)**  
**Related Docket No. 3682**

and

Tobey M. Daluz\*  
Laurel D. Roglen  
Ballard Spahr LLP  
919 N. Market Street, 11th Floor  
Wilmington, Delaware 19801  
Tel: (302) 252-4465  
Fax: (302) 252-4466

(\**Pro Hac Vice* admission pending)

*Proposed Counsel to Fee Examiner*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:
	:
	:
Debtors. <sup>1</sup>	:
	:

Chapter 11  
Case No. 18-23538 (RDD)  
(Jointly Administered)

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com

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**CERTIFICATE OF NO OBJECTION REGARDING THE APPLICATION OF FEE  
EXAMINER, PURSUANT TO SECTION 327(a) OF THE BANKRUPTCY CODE,  
BANKRUPTCY RULE 2014, AND LOCAL BANKRUPTCY RULES 2014-1 AND 2016-1,  
FOR THE ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND  
EMPLOYMENT OF BALLARD SPAHR LLP AS COUNSEL TO THE FEE EXAMINER,  
NUNC PRO TUNC TO THE APPOINTMENT DATE**

TO THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE:

Pursuant to 28 U.S.C. § 1746 and Rule 9075-2 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), the undersigned hereby certifies as follows:

1. Beginning on October 15, 2018 (the “Commencement Date”) and continuing thereafter, each of Sears Holdings Corporations and its debtors affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code.

2. On May 7, 2019, Paul E. Harner, the appointed fee examiner (the “Fee Examiner”) in the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed and served the **Application of Fee Examiner, Pursuant to Section 327(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Bankruptcy Rules 2014-1 and 2016-1, for the Entry of an Order Authorizing the Retention and Employment of Ballard Spahr LLP as Counsel to the Fee Examiner, *Nunc Pro Tunc* to the Appointment Date** [Docket No. 3682] (the “Application”) with the United States Bankruptcy Court for the Southern District of New York, (the “Bankruptcy Court”).

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LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

3. The Application established a deadline for parties to object to the Application before May 14, 2019 at 4:00 p.m. (prevailing Eastern Time) (the “Objection Deadline”), and was served in accordance with the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 [Docket No. 405] (the “Amended Case Management Order”).

4. The Objection Deadline has passed and, to the best of my knowledge, no objection or request for a hearing with respect to the Application has been (a) filed with the Court on the docket of the above-captioned case or (b) served on counsel to the Fee Examiner in accordance with the Amended Case Management Order.

5. The proposed order granting the relief requested in the Application (the “Proposed Order”) is attached hereto as **Exhibit A**.

6. Accordingly, the Fee Examiner respectfully requests that the Proposed Order granting the relief requested in the Application be entered in accordance with the Amended Case Management Order.

I declare that the foregoing is true and correct.

Dated: May 16, 2019

/s/ Laurel D. Roglen

Tobey M. Daluz\*

Laurel D. Roglen

Ballard Spahr LLP

919 N. Market Street, 11th Floor

Wilmington, Delaware 19801

Tel: (302) 252-4465

Fax: (302) 252-4466

E-mail: daluzt@ballardspahr.com

roglenl@ballardspahr.com

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